

NO ORDER REQUIRED

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtor.)	
)	

**CERTIFICATE OF NO OBJECTION
REGARDING FEE APPLICATION (DOCKET NO. 11044)**

The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the **Summary of Application of Holme Roberts & Owen, LLP for Compensation and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Interim Period from October 1, 2005 through October 31, 2005** (the “Application”) filed on November 11, 2005.

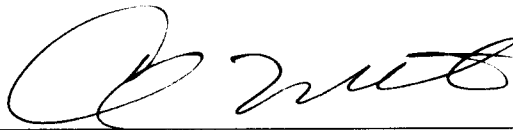
The undersigned further certifies that he has reviewed the Court’s docket in this case and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Summary of Application, objections to the Application were to be filed and served no later than December 8, 2005 at 4:00 p.m.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members (the “Order”) dated April 17, 2002, the Debtors are hereby authorized to immediately pay compensation in the amount of \$149,113.60 (80% of the requested fee compensation of \$186,392.00) and reimbursement of expenses in the amount of

\$1,934.14 (100%) of the reimbursement for expenses requested) without further order from the court.

Dated: December 12, 2005

MORRIS, JAMES, HITCHENS & WILLIAMS LLP

A handwritten signature in black ink, appearing to read 'C. Kunz', is written over a horizontal line.

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